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Attorneys for Federal Reserve Bank of New York

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

STARR INTERNATIONAL COMPANY, INC., INDIVIDUALLY AND DERIVATIVELY ON BEHALF OF AMERICAN INTERNATIONAL GROUP, INC.,

11 Civ. 8422 (PAE)

Plaintiff,

ECF Case

X

-against-

DECLARATION OF JOHN S.

FEDERAL RESERVE BANK OF NEW YORK,

KIERNAN IN SUPPORT OF DEFENDANT'S MOTION TO

Defendant, : DISMISS THE AMENDED

COMPLAINT

and AMERICAN INTERNATIONAL GROUP, INC.,

a Delaware corporation,

Nominal Defendant.

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JOHN S. KIERNAN, hereby declares as follows:

- 1. I am a member of the firm of Debevoise & Plimpton LLP, counsel for the Defendant in the above-entitled action. I submit this declaration to present to the Court certain documents cited in Defendant's Motion to Dismiss the Amended Complaint, all of which are either agreements cited and relied upon in the Amended Complaint or documents publicly filed with the Securities and Exchange Commission.
- 2. Exhibit 1 consists of excerpts from the Credit Agreement between American International Group, Inc. ("AIG") and Federal Reserve Bank of New York ("FRBNY"), dated

September 22, 2008, which was subsequently amended on September 25, 2008 and November 9, 2008.

- 3. Exhibit 2 is the AIG Credit Facility Trust Agreement between FRBNY and Jill M. Considine, Chester B. Feldberg and Douglas L. Foshee as Trustees, dated January 16, 2009.
 - 4. Exhibit 3 is AIG's Form 8-K/A dated November 10, 2008.
- 5. Exhibit 4 consists of excerpts from the Series C Preferred Stock Purchase Agreement between the AIG Credit Facility Trust and AIG, dated March 1, 2009.
 - 6. Exhibit 5 consists of excerpts from AIG's Proxy Statement dated April 4, 2008.
 - 7. Exhibit 6 consists of excerpts from AIG's Proxy Statement dated June 5, 2009.
 - 8. Exhibit 7 consists of excerpts from AIG's Proxy Statement dated April 12, 2010.

I declare under penalty of perjury that the foregoing is true and correct. Executed on April 2, 2012.

/s/ John S. Kiernan

John S. Kiernan